



COMMONWEALTH of VIRGINIA

Department of General Services

James T. Roberts
Director

COMMONWEALTH OF VIRGINIA STANDARD CONTRACT

202 North Ninth Street
Suite 209
Richmond, Virginia 23219-3402
Voice/TDD (804) 786-6152
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Contract Number: CLC20050225

This contract entered into this 7th day of November 2005, by Mansfield Oil Company hereinafter called the "Contractor" and Commonwealth of Virginia, Department of General Services / Office of Fleet Management called the "Purchasing Agency."

WITNESSETH that the Contractor and the Purchasing Agency, in consideration of the mutual covenants, promises and agreements herein contained, agree as follows:

SCOPE OF CONTRACT: The Contractor shall provide the goods/services to the Purchasing Agency as set forth in the Contract Documents.

PERIOD OF PERFORMANCE: From November 7, 2005 through November 6, 2007

The contract documents shall consist of:

- (1) This signed form
- (2) The negotiated modifications to the Proposal, marked Supplemental
- ✓ (3) The following portions of the Request for Proposal dated February 25, 2005
 - (a) The Statement of Needs,
 - (b) The General Terms and Conditions,
 - (c) The Special Terms and Conditions together with any negotiated modifications of those Special Conditions;
- ✓ (4) The Contractor's Proposal dated April 6, 2005

All of which documents are incorporated herein.

IN WITNESS WHEREOF, the parties have caused this Contract to be duly executed intending to be bound thereby.

CONTRACTOR:

By: [Signature]

Title: GPP, Government Sales

PURCHASING AGENCY:

By: [Signature]

Title: Director, Procurement Services



**COMMONWEALTH OF VIRGINIA
DEPARTMENT OF GENERAL SERVICES
REQUEST FOR PROPOSAL
TAX EXEMPT MOTOR FUEL CARD**

SUPPLEMENTAL

Mr. Christopher Cole
DGS Procurement Services Unit
215 Governor Street, Ground Floor
Richmond, Virginia 23219

Presented by:

Josh Epperson 678.450.2073 jepperson@mansfieldoil.com

Josh Epperson, Vice President, Government Sales

In Response to:

RFP No. CLC-2005-0225



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Mansfield Oil Company is pleased to provide this Proposal Supplemental in response to the Commonwealth of Virginia's RFP to secure Tax Exempt Motor Fuel Cards for it's agencies.

Mansfield Oil Company of Gainesville, Inc. was established in 1957. The business is family owned and is licensed and operating in 48 states.

Mansfield Oil Company founded in 1957, focusing on retail operations and wholesale fuels initially, has grown to be a powerful fuel supply and service organization focusing on Fortune 500 commercial fuel users, state and local governments as well as retail partners. Our mission is to be a leader in energy management by offering solutions and innovative ideas to our clients.

Our experience of over forty-five years in the industry, financial strength, and qualifications with our array of Fuel Management Services as provided in this Proposal, will not only allow the State to meet, but to exceed their financial goals and objectives. We will also provide sound, reliable technical service and economical advice to ensure that the environmental regulations and liabilities that are normally associated with fuel are actually looked upon as an asset.

THIS PROPOSAL IS RESPONDED TO IN PARTNERSHIP WITH VOYAGER FLEET SYSTEMS. FIND THEIR CREDENTIALS ENCLOSED WITHIN THIS PROPOSAL:

Mansfield Oil Company will provide the OPIS Pricing, Ultimate Vendor Requirement, Card Management, Reports and WEB access to the Commonwealth of Virginia. Voyager will provide card production, acceptance and retail network for this contract.

It is our intention to enter into a long term contract with the State to provide the requested services as outlined in State's RFP. We believe that we have provided the lowest cost solution and look forward to a mutually beneficial long-term relationship.

Please review the enclosed proposal and feel free to **contact Josh Epperson at 1-800-234-3835 ext 2073 or 678-617-6975** to discuss any questions you may have.

Thank you for the opportunity and we look forward to hearing from you, as your impressions are valued.

Sincerely,

**Mansfield Oil Company
1025 Airport Parkway SW
Gainesville, Georgia 30501**



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This program, with all its terms and conditions, is applicable to all State Agencies, Institutions, Political Subdivisions, Local Governments, and any other public body that participates.

I. PROGRAM FEATURES

A. Fuel Pricing for the Contract:

1. Alternative products, including maintenance, purchased at retail will be priced at cost less applicable taxes that the agency is exempt. Additionally, a charge of \$2.00 per transaction will apply. Alternative products can include the following: E85, CNG, Biodiesel, Ethanol, Avgas, Jet Fuel and Propane. A product code list has been included as a supplemental document with this proposal. Additional products may be added.
2. Purchases made outside the Commonwealth of Virginia will be priced at Richmond RFG OPIS AVERAGE by gasoline product and Richmond LS #2 diesel OPIS AVERAGE daily plus an adder of \$0.1995 per gallon for all products. DGS agrees to review this periodically to ensure that adder is equitable.
3. There will be no charge for transactions occurring at VDOT locations as long as the files provided by VDOT can be easily uploaded through one file into the Mansfield polling or exchanging data with VDOT will be charged to DGS.
4. Pricing will be based on OPIS Wholesale Average Daily Rack price for the corresponding region.
5. All OPIS pricing will be at 3:00 PM close daily.
6. Pricing will occur by region, defined by 6 regions, each with a specific OPIS terminal. The adder listed below is to remain constant regardless of the rack. The rack will set the price/starting point. A schedule of regions is attached to this proposal as Attachment 1.

Region 1 Greensboro - Greensboro Daily OPIS Average Gasoline and Diesel #2 LS

Unleaded	.1825
Midgrade	.1919
Premium	.2279
Diesel	.1750
Prem Diesel	.2250



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Region 2 Roanoke/Montvale Daily OPIS Average Gasoline and Diesel #2 LS

Unleaded	.1800
Midgrade	.2085
Premium	.2213
Diesel	.1750
Prem Diesel	.2250

Region 3 Norfolk Norfolk Daily OPIS Average RFG and Diesel #2 LS

Unleaded	.1841
Midgrade	.2110
Premium	.2400
Diesel	.1900
Prem Diesel	.2400

Region 4 Richmond Richmond Daily OPIS Average RFG and Diesel #2 LS

Unleaded	.1700
Midgrade	.1949
Premium	.2125
Diesel	.1900
Prem Diesel	.2400

Region 5 Fairfax Fairfax Daily OPIS Average RFG and Diesel #2 LS

Unleaded	.1825
Midgrade	.1919
Premium	.2699
Diesel	.2400
Prem Diesel	.2900

Region 6 Knoxville Knoxville Daily OPIS Average and Diesel #2 LS

Unleaded	.2155
Midgrade	.2581
Premium	.2279
Diesel	.1750
Prem Diesel	.2250



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B. Pricing Adjustment

(Redacted)

Out of state retail purchases for gasoline and diesel will be priced as set forth above and will fall under the same adjustment methods.

Explanation of Quarterly Pricing Adjustment

(Redacted)

Mansfield will deliver quarterly adjustment recommendations and supporting electronic data to DGS for approval. Approval will occur within ten business days.



C. Rebate Program

(Redacted)

D. Card Readers

The Commonwealth can buy card readers on this program, if necessary, although not obligated to do so. Mansfield will work with DGS to review, acquire, install and monitor card readers at an agreed price following completion of card contract.

E. How the New Program will be Utilized:

The Mansfield Oil Company web enabled management reporting system delivers full service capabilities to its users with ease and security.

- Perform account maintenance tasks, like add or delete vehicles or drivers
- Obtain fuel and service transaction data as soon as it posts
- Secure access to data with hierarchy established
- Download data to spreadsheet, fleet management or accounting software
- View invoices and electronic reports.
- Viewable via IE 5 and higher, with Crystal Reports.
- MOC to create an online dispute form

Our system is accessed via the internet, providing designated users with real time access to account information, and transaction data, from their desktop, anytime, when they need it. Fleet managers can even assign varying levels of access – including read-only – to fleet or accounting personnel, based on their needs.

Account Maintenance, with changes effective immediately

- Access at the national, account, department or card level
- Vehicle, card and driver search, add, delete, or update
- Status inventory for active/terminated cards/drivers
- Card replacement request

Query Capability

- Perform pre-established and ad-hoc queries by site, vehicle, card, driver name and number, and exception information, along with transaction details and summaries – including billing detail
- Access to transaction data as it posts



Authorization Controls

- At the account, department and card level
- Different limits for fuel and service transactions
- Hard declines when an exception occurs
- Controls can be set in these areas:
 - Number of transactions per day
 - Transaction dollar amount per day
 - Dollar amount per transaction
 - Time of day
 - Day of week

Purchase Alerts

- At the account, department and card level
- Receive a daily email of purchases that don't comply with company policy
- Alerts can be set in eight areas:
 - Number of transactions per card per day
 - Transactions in specific states
 - Transactions within a specified time range
 - Transactions on certain days of the week
 - More than X \$'s per day
 - More than X \$'s per transaction
 - More than X gallons per transaction
 - Allowable fuel type

Electronic Bill Presentment

- View your invoice online, immediately after the close of your billing cycle

F. Reports

DGS has requested a report showing cards with no activity in three months; this report can be incorporated with quarterly adder reviews.

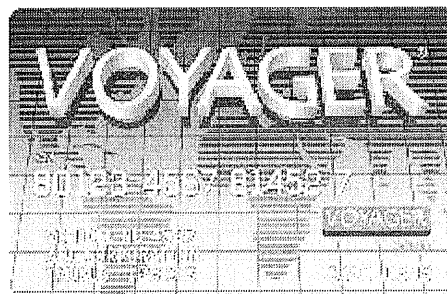
Mansfield will develop electronic notes on verbal communications with card holders and administrators.

Voyager will provide SWAM participants existing in system currently. Following award and during Phase II, DGS will provide the Virginia list to be added to the program. Mansfield will identify these transactions and create a report for them.

II. CARD FORMATTING:

- Standards are to be established by DGS. These are to include card type (driver **or** vehicle), card graphics, print, invoicing and standards of service.
- Voyager will provide the Commonwealth of Virginia with the standard blue Voyager card and the Commonwealth designed card at no cost with the embossing features listed below:

Standard Card Graphic:



Embossing Options: Voyager can offer the Commonwealth of Virginia the following card embossing options:

Line 1: The first line can be embossed – “Vehicle No 123456”- (4-6 numeric digits)

Line 2: The second line can be embossed – 22 characters total (state agency).

Line 3: The third line can be embossed – 17 characters total

- C. Voyager will collaborate with the Commonwealth to design a unique card graphic to be utilized for the fuel card program. All customized cards issued to the Commonwealth of Virginia will contain the phrases “FOR OFFICIAL USE ONLY” and “TAX EXEMPT.” The back of the cards will have both Mansfield Oil and Voyager 800 numbers. The process for the customization of a card plastic requires a 30-day lead-time for completion of artwork to printing of cards. Voyager has agreed to cover the cost of custom plastic.

The custom card selected by DGS will be the standard card for all participating agencies. The only option available other than the DGS custom plastic will be the standard blue Voyager card.

Below are some card formatting options for the Commonwealth to consider.

Commonwealth of Virginia Sample Cards



All Voyager cards will display the account/card number, expiration date, and restriction code on the front of the plastic.



III. Card Features

A. Data Capture

Voyager currently receives 100% of all transactions electronically. Voyager will provide electronic and on-line reporting options to the Commonwealth of Virginia based on the Commonwealth's unique needs. Voyager contractually requires Level III data processing by all merchants.

The following data elements are provided at the level indicated:

Data Element	Level I	Level II	Level III	Enhanced
Merchant Name	v	v	v	
Merchant Street Address	v	v	v	
Merchant City, State, Zip	v	v	v	
Purchase Date and Time	v	v	v	
Total Purchase Amount	v	v	v	
Card Number	v	v	v	
Vehicle ID/Driver ID		v	v	
Sales Tax		v	v	
Line Item Detail			v	
Fuel Grade			v	
Cost per Gallon			v	
# of Gallons			v	
Odometer				v
Personal Driver Identification Number/Vehicle Identification Number or PIN				v

B. CARD CONTROLS AND RESTRICTIONS

Voyager realizes that needs may vary across departments, divisions or employees, and therefore offers the Commonwealth of Virginia several spending control options that can be tailored to an individual account or card. Fraud prevention controls are automatically integrated to prevent losses associated with fraudulent activity.

Effectively implemented spending controls minimize card misuse. The program default controls can either be hard-coded or overridden based on your cardholder's unique spending needs. Voyager administers the following restrictions on a card-by-card basis or at the account level. The Commonwealth of Virginia's spending control options include:



- ♦ **Fuel Only Restriction** – Prevents purchases of any commodity and services other than fuel.
- ♦ **Fuel and Other Restriction** – Allows the purchase of any commodity.

While Voyager is capable of distinguishing between a large variety of products that may be purchased, obstacles to limiting the purchase of specific products (i.e.: premium fuel) exist due to the limited capabilities of electronic POS equipment at the oil company's retail sites. Voyager's system was designed to take advantage of new capabilities as electronic POS technology emerges. As the oil industry continues to evolve toward more technologically advanced equipment, Voyager will improve product purchase restriction capabilities. Items such as commodity codes (product codes), quantity, day of the week, and hour of the day can be monitored by Voyager's Exception Reports, but are not currently monitored at the point of sale.

Voyager can administer the following restrictions on a card-by-card basis or at the account level.

- ♦ **Monthly Spend Limit** – The maximum dollar amount authorized within a 30-day billing cycle. Spending limits are replenished automatically the day following the established cycle date. (Spend limits are calculated on the date of posting from the Oil Company. Once the amount is exceeded future transactions are referred to Voyager).
- ♦ **Daily Transaction Limit** – Restricts the number of transactions allowed on a daily basis. The number of daily transactions on each card is rolled to zero at midnight daily.
- ♦ **Monthly Transaction Limit** – Restricts the number of transactions allowed on a monthly basis.
- ♦ **Hard or Soft Limits** – Hard decline parameters would decline the transaction at the point of sale if any of the limits specified were exceeded. Soft decline parameter would instruct the retailer to call for authorization to allow one additional transaction.

Card Control Details:

The following options are available for assignment of the Voyager card.

Driver ID, Vehicle ID & PIN Terminology

- ♦ The **PIN** number is assigned to **each individual card** issued.
- ♦ The **Driver ID** is assigned to a **single driver** for use with any specified vehicle card. (Universal)
- ♦ The **Vehicle ID** is assigned to a **single vehicle** for use with any specified driver card.

Vehicle Cards

A card may be assigned to a vehicle, which is used by one or more drivers.

- ♦ If the card is assigned to a vehicle:
 - The vehicle ID can be embossed on the card.



- **The unique number can be the driver ID or a PIN for that card.**
 - Any driver can fuel the vehicle.
 - All vehicle cards can be established in the database for reporting purposes.
- ♦ If the assigned number is a driver ID, it is checked against a list of valid driver IDs.
(Universal)
- ♦ If the assigned number is a PIN, it is checked against a list of valid PINs.
- ♦ PIN numbers and IDs must be **4, 5, or 6** numeric digits in length.

Driver Cards:

A card may be assigned to a driver, which is used by one driver on any vehicle.

- ♦ If the driver is assigned a card:
 - The driver's name can be embossed on the card.
 - The unique number can be the vehicle ID or a PIN for that card.
 - The driver can fuel any vehicle.
 - All driver cards can be established in the database for reporting purposes.
- ♦ If the assigned number is a vehicle ID, it is checked against a list of valid vehicle IDs.
- ♦ If the assigned number is a PIN, it is checked against a list of valid PINs.
- ♦ PIN numbers and IDs must be **4, 5, or 6** numeric digits in length.
Restrict Personal Identification Number (PIN) to Card
PINs can be established for use with a specific Voyager fuel card, which provides the following benefits:
 - ♦ Enhanced fraud control reduces overall risk
 - ♦ If PIN is compromised – only have to notify single user vs. multiple users
 - ♦ PIN selection is streamlined and can be customized
 - ♦ PIN retention by driver is enhanced



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FUNCTIONALITY AND FLEXIBILITY

Voyager cards will be issued and controlled at the individual **card or account level through the Mansfield Oil On-Line Access**. This functionality allows for cards to be assigned to the driver, vehicle, equipment, divisions, cost-centers, or nothing.

The Voyager card user has the ability to utilize two prompts at the point of sale. One is odometer; the other is a PIN, driver ID, or vehicle ID. The odometer field is a fixed field allowing only for numeric entries (odometer readings). The second prompt is variable. It may be any **4, 5, or 6** numeric digits.

C. AGENCY PARTICIPATION AND TRAINING AND CUSTOMER SUPPORT

The Commonwealth of Virginia's accounts will be supported at a variety of levels, as described below.

Government Account Manager

The Commonwealth of Virginia will be assigned a Government Account Manager, Josh Epperson. Josh is the first level of management for the State's fuel card program. He will provide primary assistance during the proposal evaluation process. Josh is based in Gainesville, GA and can be reached at (678) 450-2073.

Voyager has created a unique set of guarantees tailored to its clients' concerns, and developed processes for dealing with any failure to meet our guarantees.

The goal of the Five Star Service Guarantee is to demonstrate Voyager's employees' are committed to more responsive, respectful, prompt and helpful service. This program puts into writing our long-held focus on customer satisfaction listed:

U.S. Bank Voyager Fleet Systems Inc. offers the following service guarantee to all customers.



**Voyager Fleet Systems
Five Star Service Guarantees**



Cardholder Guarantees

1. We guarantee Customer Service Representatives will be available 24 hours, every day.
2. We guarantee we will respond to customer inquiries in a timely manner:
 - ♦ Phone inquiries made before 3:00 p.m. CT will receive a response on the same day.
 - ♦ Mailed/e-mailed/faxed inquiries will be processed within 3 business days of receipt.
3. We guarantee cardholder statements will be accurate.
4. We guarantee requests for replacement cards and Personal Identification Numbers (PINs) received by 6:00 p.m. CT will be processed on the next business day.
5. We guarantee customer payments received by 12 noon CT will be processed the same business day.

Fleet Administrator Guarantees

1. We guarantee customer support will be available to the Fleet Administrator 24 hours, every day.
2. We guarantee we will respond to inquiries within 1 business day.
3. We guarantee we will deliver timely Billing Statements:
 - ♦ Paper statements will be mailed within 3 business days of your cycle date.
 - ♦ Statement Billing Files will be transmitted within 3 business days of your cycle date.
4. We guarantee your Relationship Team will be responsible for and knowledgeable about your relationship and will bring you value-added ideas and payment products.
5. We guarantee your Relationship Team will contact you on a regular basis and will proactively work with you to improve your program.

***If we fail to meet any of these guarantees, contact Bob Cavalli, Christy Moore or Kenneth J. Kral at
800- 987-6590***

Voyager's toll-free client service telephone line is operated 24 hours a day, 7 days a week. Voyager has a centralized client services center located at our corporate headquarters in Houston, Texas. Our center provides a specially trained staff of client services representatives 24 hours a day, 7 days a week to work with drivers and merchants via phone, E-mail, or fax. Client Services teams and team leaders are assigned responsibility for specific customer accounts based on type of cards issued and contract requirements.

Voyager adheres to standard authorization procedures. Transactions that violate the restrictions established by the authorization controls will be denied at the point-of-sale. Authorization support is provided 24 hours a day, every day of the year. Voyager's authorization system is a dual system and has a backup system in place should the normal authorization system become



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inoperable for unforeseen reasons. **Note:** All electronic sales will be authorized online (real-time) against Voyager's positive file.

Voyager's standards of service include:

- Twenty (20) second average speed of answer
- 3% abandon rate
- 24-48 hour turnaround on faxed and emailed daily account maintenance requests.

Voyager's **current** levels of service are:

- Eighteen (18) second average speed of answer
- 2.5% abandon rate
- 90% same day turnaround on faxed and emailed daily account maintenance requests.

All incoming calls on the dedicated toll-free customer service lines are answered 7x24 by well-trained Voyager personnel.

Customer Service quality assurance measures take place in the following areas:

- Training
- Employee Recognition
- Call Tracking
- Application Processing
- Reporting
- Productivity
- Performance

A Hallmark of the way U.S. Bank Voyager Fleet Systems Inc. does business is our consultative approach –we ask questions, listen and make program suggestions based on our years of experience. We have assembled a highly specialized service team to guide you through the implementation of your fleet card program and to provide superior ongoing support. The members of this team include the following:

Customer Service Representative Department

The Customer Service Department provides account information to cardholder toll free (24 hours-per-day, seven days per week) upon verification of personal information.

- General inquiries, such as account balance and status, spending limit availability, and dispute status



- Account maintenance requests, such as card activation, name and address changes, manual transaction authorizations, and processing lost/stolen card reports to obtain replacement cards.
- Process cardholder or company –requested billing and payment disputes. Cardholders may initiate the dispute process by contacting a Customer Service Representative.

Technical Support for Voyager FleetCommander and Voyager Online

Technical support specialists are available 7:00 a.m. to 5:00 p.m. central standard time via a toll-free number to assist program managers and cardholders with their specific FleetCommander or Voyager On-line System questions.

D. QUESTIONED ITEMS AND CHARGEBACKS

Upon the discovery of a debatable transaction, the authorized fleet administrator should contact their dedicated account coordinator at Mansfield. All instructions regarding the management of a questionable purchase would be provided at that time by the account coordinator based on the nature of the dispute. The timeline of completion is determined on a case by case basis. Typically, if the receipt is needed to verify signature in the case of possible fraud, and the driver did not provide their receipt to the fleet manager, Voyager would need to order a duplicate from the Oil Company in question. This process takes 30-45 days to receive the copy of the receipt.

Other disputes, such as duplicate transactions, can be managed expediently, settling the dispute within 24-48 hours. Voyager simply requests that a copy of the invoice containing the duplicate be submitted for review, and chargebacks will then be entered immediately. The corrections will be visible on the Commonwealth of Virginia's next monthly invoice.

At the time of notification, Voyager will do the following:

- Review purchase in question via the on-line system
- Research the ticket to see how the purchase was submitted (manually or electronically)
- If the transaction was entered electronically, Voyager will verify the I.D. entered at the POS (point-of-sale) device.
- If necessary, Voyager can order a copy of the ticket and ask for signature verification from the customer.
- If Voyager orders a copy of a ticket, the Oil Company has thirty to forty-five days to provide the ticket to Voyager.
- If the purchase was manually authorized, Voyager will request a copy of the receipt and ask the customer to verify the signature.
- If the signature is considered to be a "forgery," further investigation into a possible fraud situation will be required by Voyager.



E. CHANGES IN CARDHOLDER OR AGENCY ACCOUNTS

Participating State agency's will have the option to manage their day-to-day account maintenance either through the Voyager Customer Service Department or by utilizing Fleet Commander Online.

Voyager and Mansfield Customer Service Department

Voyager's and Mansfield's toll-free client service telephone line is operated 24 hours a day, 7 days a week. Voyager has a centralized client services center located at our corporate headquarters in Houston, Texas. Our center provides a specially trained staff of client services representatives 24 hours a day, 7 days a week to work with drivers and merchants via phone, E-mail, or fax. Client Services teams and team leaders are assigned responsibility for specific customer accounts based on type of cards issued and contract requirements.

Voyager's standards of service include:

- Twenty (20) second average speed of answer
- 3% abandon rate
- 24-48 hour turnaround on faxed and emailed daily account maintenance requests.

Voyager account representatives may be reached at the following telephone numbers:

Client Services – (800) 987-6591 or (800) 987-6591

F. LOST OR STOLEN CARDS

The cancellation of lost/stolen cards can be handled via telephone (by authorized personnel only), written request (faxed or emailed), electronic file, or via Mansfield Online. Replacement cards can be ordered the day the card is reported lost and can be mailed the next business day. Cards sent via the United States Postal Service would have to allow for 5-7 business days for delivery. If the Commonwealth of Virginia prefers the cards be sent via overnight delivery, Mansfield will comply and bill the Commonwealth of Virginia a \$5.00 fee per account.

The Commonwealth of Virginia will not be held responsible for unauthorized purchases made on a lost or stolen card(s), with multiple PIN assignment, provided that the card was reported via telephone 866-275-7338, Option 1, as lost or stolen and cancelled immediately or via Mansfield Online.



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G. CARD TERMINATION

Card termination can occur via fax to Mansfield Oil or by simply going to Mansfield Online and terminating the card.

H. PROGRAM ENHANCEMENT

The Voyager Merchant Acceptance Team proactively collaborates with major oil companies (e.g., Chevron, Shell, ExxonMobil, etc.) and many major credit card processors (e.g., EFS, Nova, Retriever, etc.) to continually expand retail acceptance nationwide. The Voyager infrastructure supports credit card processing partners, networks, and direct relationships to meet the acceptance needs of a growing client base. The Voyager Merchant Acceptance team is dedicated to meet the requirements and demands of the Commonwealth of Virginia.

Voyager has the capability of utilizing two channels to acquire new fuel vendors. Those channels are “direct” and “indirect” in nature. The “direct” channel requires the vendor to code to Voyager’s card and terminal specifications in order to gain acceptance through their existing terminals. This channel is utilized by national and super regional fuel chains. The second channel, “indirect”, leverages Voyager’s relationship with our third-party processing partners. Voyager has 9 third-party processing partners that have coded to accept the Voyager fleet card and offer acceptance through their channel. This is utilized by independent and regional fuel vendors. These fuel vendors do not typically have an information technology department geared to code for card processing.

Voyager provides a powerful and dependable fleet card with extensive fleet management features. Voyager has the flexibility and expertise to meet the needs and future growth of our clients. The following TeleTrans program information demonstrates our achievement of seamless card acceptance to our customers.

VOYAGER MAINTENANCE PROGRAM

VOYAGER TELETRANS

Voyager is now more than “just” an industry leader in fuel. We are building a nationwide maintenance infrastructure in an effort to become the most recognized fuel/service/repair program provider. Voyager has created the TeleTrans payment service (in-house payment processing) in an effort to build universal acceptance at all locations providing major vehicle service and maintenance. This unique process affords the Commonwealth of Virginia the flexibility of selecting specific maintenance vendors to participate in their maintenance network. The Voyager Merchant Acceptance Team will assist the Commonwealth of Virginia in identifying key vendors and will also work directly with these vendors in accepting the Voyager card.

The Voyager TeleTrans Processing System is a win-win situation for all involved.

Features and benefits to the merchant(s):

- ◆ Now offered an avenue of accepting the Voyager card without the need to purchase or install new equipment (*this can save merchants up to \$3,000 in new equipment costs*)
- ◆ Able to receive payment for all services within 7-10 days
- ◆ Increase in volume = \$\$\$
- ◆ 24x7x365 toll free program support

Features and benefits to the Commonwealth of Virginia include the following:

- ◆ Reduced administrative expenses
- ◆ Better security and control of payment process
- ◆ Maintenance transaction detail provided on all Voyager reports
- ◆ Consolidated (fuel & maintenance) billing statement
- ◆ Increased acceptance base
- ◆ Audit trail of payment activity
- ◆ Parts delivery
- ◆ Mobile units for wet hosing
- ◆ Mobile units for oil changes
- ◆ Mobile units for glass delivery, repair and replacement
- ◆ Mobile units for power washing services

Small, Women Owned, and Minority Owned Businesses

U.S. Bank's Supplier Diversity Program (SDP) is a function of Procurement and Contract Services. The SDP Program Manager works cross-functionally throughout U.S. Bancorp to identify business opportunity for diverse suppliers, and is the liaison for all parties interested in pursuing business opportunities with U.S. Bancorp. Strategies to support inclusion of diverse suppliers in our preferred supplier chain include:

- Seek out minority and women-owned business enterprises (MWBE) capable of supplying commodities and services to U.S. Bancorp.
- Ensure that MWBE's understand U.S. Bancorp's process for supplier selection.
- Identify opportunity for MWBE's to participate in U.S. Bancorp competitive bid process.
- Encourage majority-owned preferred suppliers to support supplier diversity.
- Draw upon personal and U.S. Bancorp resources to mentor minority and women owned businesses.
- Attend, sponsor, and actively participate in MWBE meetings, panels, presentations, and trade fairs.
- Sponsor education opportunities utilizing U.S. Bancorp people and product expertise.



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U.S. Bancorp Voyager Fleet System's success is directly related to the vitality of the communities we serve. Our communities, which are national in scope, are made up of an increasingly diverse population. Minority and women business enterprises are rapidly growing and progressing from suppliers of small commodity lines to providers of a wide variety of manufactured products and corporate services. Supplier diversity will:

- Introduce value-added MWBE suppliers to the U.S. Bancorp Voyager Fleet Systems supplier chain that comply with our superior quality and customer service standards and contribute to our goals of increased customer satisfaction, decreased expense and increased shareholder value
- Communicate U.S. Bancorp Voyager Fleet Systems' commitment to minority and women businesses development and increase the value of our financial service products within these growing business communities.
- Help U.S. Bancorp Voyager Fleet Systems meet business requirements of our customers who value supplier diversity.

I. BILLING

Mansfield Oil Company will create invoicing and necessary backup data to the Commonwealth for charges through the 15th of each month and again for charges through the 30th or 31st of the same month. Invoices will be due 30 days after receipt of accurate invoice. The following procedure will be in place for past due accounts, by agency:

- 30 days 1st delinquency letter sent to authorized contact
- 60 days 2nd delinquency letter sent to authorized contact
DGS Contract Officer notified of past due account for resolution.

Mansfield can bill the Commonwealth and the Commonwealth can bill each agency, or billing can occur through Mansfield to each of the agencies, if required.

Billing can be through standard email or fax. Billing will initially occur in thirty-day increments. Mansfield reserves the right, with approval of DGS/OFMS Contract Administrator, to change the billing increment time should volume warrant the change. Mansfield, with prior approval, may request billing on a 30-day, 15-day, or weekly basis.

Identifying information fields will be set up so DGS can pay through EFT.

J. LATE CHARGES

See 30 – 60 day delinquency in Paragraph I. Billing.



K. CARDHOLDER INFORMATION

Neither Voyager nor Mansfield will sell nor distribute a list of participating agencies and institutions addresses, or any other information to any person, Contractor, or other entity for any purpose.

L. ELECTRONIC COMMERCE

All business transactions occurring with Mansfield Oil will occur through electronic means. All actions taken on behalf of account will occur within Mansfield Online via a secured/password protected method.

M. TAX EXEMPTION

Mansfield Oil Company is classified as an ultimate vendor by the IRS and can exempt federal excise taxes on retail transactions providing sufficient data to exempt the taxes. The Jobs Creation Act will not have any affect on Mansfield Oil Ultimate Vendor Status. Mansfield Oil can additionally exempt Virginia State Excise Taxes to eligible government entities.

In some cases, local taxes and sales taxes imposed by some governing agencies cannot be exempted. Voyager will provide a retail network as enclosed on CD that will provide a minimum of 99% Level III Data.

All invoices and data will be repriced online and will be made available on reports and invoices exempt of federal excise taxes.

N. FUEL TYPES

Voyager will provide the Commonwealth of Virginia with the ability to purchase the following categories of fuel:

- Gasoline, all grades
- Diesel
- Ethanol
- Compressed natural gas
- Propane
- Biodiesel and other fuels designated as alternative fuels by the U.S. Department of Energy.



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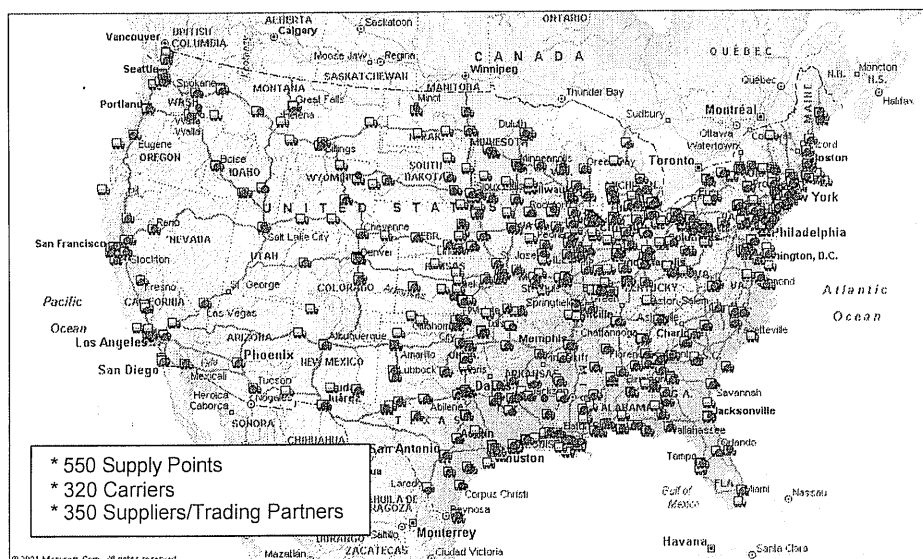
IV. QUALIFICATIONS OF OFFEROR

THIS PROPOSAL IS RESPONDED TO IN PARTNERSHIP WITH VOYAGER FLEET SYSTEMS. FIND THEIR CREDENTIALS IN RESPONSE BELOW:

Voyager began operations in 1995. Within the last 9 years, Voyager has grown to meet the needs of some of the largest state, federal, and commercial fleet management programs in the nation. This breadth of experience has enabled Voyager to offer the Commonwealth of Virginia a comprehensive, cost-effective fleet fueling solution. The Commonwealth of Virginia will be provided with tools to effectively support the fleet management program. The fleet management program streamlines and enhances all aspects of the fueling transaction process, which includes electronic data transfers, transaction monitoring, security, integrated reporting, and customer service support.

Mansfield Oil Company of Gainesville, Inc. is an established leader in the petroleum marketing, fuel supply, and convenience store industries. Founded in 1957 as a small fuel distributorship, over time, we've grown into a major fuel supplier. Mansfield delivers more than one billion gallons of fuel every year to clients throughout the continental United States

Mansfield is a major supplier of petroleum products and value-added services throughout the lower 48 states and Hawaii. We provide our customers with programs designed specifically to help them control their fuel related expenses, improve the information used to manage their fleets, and effectively manage their environmental liabilities.





Mansfield has been a supplier to governments, retailers and commercial/industrial end users for more than 40 years. We have continually earned the highest service rating for quality and responsiveness. We have expanded our capabilities to meet the broader fuel management needs of our customers. We have created a unique offering of fuel management services that include:

- Bulk Fuel Supply
- Contract Negotiation and Management for Supply and Transportation
- **Universal Fleet/Fuel Cards (Voyager, Wright Express, Mastercard, Comdata, Fleetcor/Fuelman)**
- Tank Monitoring
- Fuel Inventory Management
- Environmental Compliance Management
- Dispersal & Vehicle Tracking through Computerized Data Collection at On-Site Facilities
- Dispatch and Consolidated Billing Services
- Fuel Facility Repair & Maintenance
- Construction Project Management
- Fuel Equipment Financing
- Compliance Training and Consulting
- Mobile Refueling
- Emergency Fueling Programs

With the development and acquisition of software systems, in addition to seasoned professionals experienced in environmental compliance and equipment, Mansfield is positioned as a leader in the management of fuel, vehicle tracking and environmental systems.

Mansfield is currently monitoring facilities throughout the United States for purposes of fuel and vehicle management. The services provided are complete asset/vehicle tracking and accounting, environmental compliance data capture, fuel inventory purchasing/management, equipment maintenance, construction project management and planning. The basis of our system is information management compiled from data retrieved electronically from fuel and vehicle dispersal equipment encompassing seven brands, ten models and thirty-four software versions.

Our experience of over forty-five years in the industry, financial strength, and qualifications with our Array of Fuel Management Services as provided in this Proposal, will not only allow The Commonwealth of Virginia to meet, but to exceed their financial goals and objectives.

Currently Mansfield Oil provides Universal Fleet Cards (WEX, Voyager and Comdata) and proprietary site cards to several state, county and commercial businesses. Government agencies whereby Mansfield Oil supplies complete Fleet Card Services and Management include: State of South Carolina D.O.T. (via WEX, Voyager and Comdata, site cards), State of North Dakota D.O.T. (via Voyager, Comdata, site cards), State of Louisiana Department of Agriculture and Forestry (via Voyager, site cards), Chesterfield County Virginia (via Voyager).



For more information on Mansfield Oil Company, take the time to visit our website at <http://www.mansfieldoil.com/>

Managing the daily business and focusing on core issues is the primary interest of any business. Best in Class operators have long understood that focusing and managing core business issues is the key to their collective success and outsourcing non-essential business functions (Payroll, Risk management, etc.) is the most cost efficient and effective means to eliminate infrastructure costs and increase overall productivity.

OFMS
enterprise
pitch -

Many of these companies have also come to realize that their fuel management needs should be outsourced but often it is not. Unknowingly these companies have made fuel management a core business function primarily because it represents a large expense. The business challenge is to focus on your core business needs while managing and optimizing your large expense categories. Many companies have allocated human and infrastructure capital in their quest to reduce fuel costs, ultimately spending on infrastructure (people, systems, and compliance) any potential savings that could have been gained by outsourcing some or all of their fuel management needs.

Whether it is as simple as a low cost fuel supply or as onerous as federal /state regulatory compliance; from fuel inventory management to fuel equipment maintenance and fleet card fueling. Mansfield Oil can offer a low cost solution for your business, no matter how big or small. With one of the largest fuel distribution networks in the United States, our size (1 billion gallons/year) and our experience (40 + years), *Mansfield Oil* can customize the fueling solution for your business needs and keep you focused on your core business.

A list of all retailers who accept the Voyager Card has been burned onto the accompanying CD as the list is too large to practically print.

GROWING MERCHANT ACCEPTANCE

Voyager cards will facilitate access to a large fuel and maintenance merchant network with more than 200,000 accepting locations: nationwide acceptance ensures customers access to fueling and services virtually anywhere in the nation.

Voyager can offer the Voyager TeleTrans program to merchants that do not accept the card electronically and are requested to service a vehicle in an emergency situation. If an emergency situation arose, and the Commonwealth of Virginia approved the emergency transaction, the merchant would contact Voyager and become a TeleTrans accepting merchant. The TeleTrans Representative will then enter the invoice detail (up to 9 line items), confirm invoice, and provide an approval code to the merchant. The TeleTrans transaction detail will be downloaded into FleetCommander and appear on the Commonwealth of Virginia's next billing statement. The TeleTrans program can be restricted to emergency situations only.



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Voyager has created the TeleTrans payment service (an in house payment processing) in an effort to build universal acceptance at all locations providing vehicle service and maintenance. The intent is to provide merchants with an avenue of accepting the Voyager card without the need to purchase or install new equipment. This provides merchants to begin accepting the Voyager Fleet Card immediately.

Currently the United States Postal Service as well as several hundred additional Voyager customers are utilizing the Voyager TeleTrans service nationwide.

V. IMPLEMENTATION PROCESS

(Redacted)

**VI. TECHNICAL REQUIREMENTS:**

(Redacted)

- (2) Provide electronic card access for all fuel types through the Commonwealth of Virginia.**

Voyager currently receives 100% of all transactions electronically. Voyager will provide electronic feeds to Mansfield Oil Company. Mansfield Oil Company will, in turn, provide ad hoc and reporting options for all aspects of the transaction through Mansfield's on-line secured on-line interface. Voyager contractually requires Level III data processing by all merchants.

- (3) Provide timely and accurate fuel transaction data electronically**

The Commonwealth of Virginia will be provided with secured access to Mansfield's on-line systems for reporting and program management needs. The only requirement for accessing this information is internet access, internet Explorer 5.0 or higher, a secured log-in and Crystal Reports, which is a free download. All transactions will be available to the users the next day, completely re-priced as offered with all necessary Level III transactional information included.

Transactional information can be downloaded to user's computer through a few simple prompts via the internet. Information can be exported to Excel or Access as well as printed in established reporting options. This system was built on the demands of the state fleet agencies that utilize it. Therefore, most specific requirements of state fleets have already been integrated into this system.

- (4) Provide Office of Fleet Management an electronic Microsoft Access database file monthly containing all records in the current monthly billing cycle.**

(Redacted)



(5) Provide vehicle specific fuel cards.

Voyager cards are issued and controlled at the individual **card or account level**. This functionality allows for cards to be assigned to the driver, vehicle, equipment, divisions, cost-centers, as defined by the Commonwealth of Virginia. This information can be updated through the Mansfield on-line system.

(6) Interface fuel cost data with existing operating systems currently in use.

(Redacted)



(7) Include fuel data as part of vehicle life cycle cost.

See documentation in original offer.

(8) Demonstrate reduced administrative costs for user entities

(Redacted)



(9) Provide, at a minimum, electronic three tier billing capability

Upon award, the Mansfield Government Manager will work closely with each agency administrator to define the billing hierarchy. This hierarchy can be modified throughout the contract through the Government Account Manager. Access to the information is defined through administrator and sub-agencies as defined by the Commonwealth of Virginia. The Mansfield Oil Company system can build up to seven levels of hierarchy.

(10) Provide fuel card security via driver identification numbers

The Mansfield system can provide the Commonwealth of Virginia the ability to assign each driver a unique identification number enabling them to purchase fuel for any vehicle tied to a card.

(11) Describe card replacement procedure

Replacement cards can be ordered via telephone (by authorized personnel only), written request (faxed or emailed), electronic file, or the Mansfield on-line system. Mansfield will comply and will build the account accordingly.

(12) Provide a list of merchants who accept Offeror's fuel card

For convenience, a CD has been enclosed in original proposal with all accepting locations.

(13) Provide a method to set transaction limitations based on individual vehicles

Voyager administers the following restrictions on a card-by-card basis or at the account level. The Commonwealth of Virginia's spending control options include:

- **Fuel Only Restriction** – Prevents purchases of commodities or services other than fuel.
- **Fuel and Other Restriction** – Allows the purchase of any product at accepting locations.
- **Monthly Spend Limit** – The maximum dollar amount authorized within a 30-day billing cycle. Spending limits are replenished automatically the day following the established cycle date. (Spend limits are calculated on the date of posting from the Oil Company. Once the amount is exceeded future transactions are referred to Voyager).



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- **Daily Transaction Limit** – Restricts the number of transactions allowed on a daily basis. The number of daily transactions on each card is rolled to zero each midnight CDT.
- **Monthly Transaction Limit** – Restricts the number of transactions allowed on a monthly basis.
- **Hard or Soft Limits** – Hard decline parameters will decline the transaction at the point of sale if any of the limits specified are exceeded. Soft decline parameter will instruct the retailer to call for an authorization to enable one additional transaction.

(14) Electronic enrollment capability

To be discussed.

(15) Provide web based access for state program administrators

Provided via Internet Access and IE5 to Mansfield Online.

(16) Provide regular monthly reports electronically

Mansfield maintains the highest quality standards for ensuring accurate electronic billings, prompt responses to all clients, and accuracy of reports as well as remittance processing. If the Commonwealth of Virginia chooses to receive an electronic invoice, the invoice will be in an ASCII flat file format or MS Excel which affords the Commonwealth of Virginia the ability to upload data into any type of accounting software and sort the information by the data field desired.

(Redacted)

(17) Provide customized reporting as requesting

Mansfield has developed a selection of the most beneficial standard reports, as well as the tools necessary to generate ad hoc queries. Mansfield will continue to provide the Commonwealth of Virginia with monthly reports as well as produce customized reports upon request of the state's program administrators or individual agencies.

(18) Provide 24/7/365 customer service 800 number

Voyager has a 24-hour, 365 days-a-year Customer Service Center dedicated to the Commonwealth of Virginia Fleet Management Program. The Voyager telephone service center is supported by The ROLM ACD (Automatic Call Distribution Unit). By dialing a toll-free number all Commonwealth of Virginia cardholders are able to speak with a Customer Service



Representative to address immediate authorization needs or program questions. Additionally, Voyager will provide an interface for retail merchants and acceptance of the card.

Mansfield Oil Company will also provide an 800 number accessible 24/7 for card management functions and customer service for the Commonwealth of Virginia account. The 800 number is to be provided is a dedicated State account line with two options, one for card management and state fuel sites and the other for fuel-related questions.

Both Voyager's and Mansfield's phone numbers will be printed on the back of the card for easy access to available customer service.

(19) Provide access to 12 months (minimum) previous fuel transaction data

The Mansfield system will provide transactional history for the life of the contract, as far back as five years.

(20) Ensure that their system is compatible with existing state private site electronic card readers and software currently in operation

Voyager card is currently accepted on EJ Ward systems.



(21) List electronic card reader systems compatible with Offeror's system

(Redacted)



VII. Training Agenda

(Redacted)



VIII. Implementation and Rollout Schedule (tentative upon DGS approval)

(Redacted)



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(Redacted)



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COUNTIES SORTED BY OPIS CITY

Roanoke	Norfolk	Richmond	Fairfax	Greensboro	Knoxville
Alleghany	Accomack	Amelia		Carroll	Bland
Amherst	Chesapeake*	Brunswick	Albemarle	Danville*	Bristol*
Appomattox	Emporia*	Caroline	Alexandria*	Henry	Buchanan
Bath	Franklin*	Charles City	Arlington	Martinsville*	Dickinson
Bedford	Greensville	Chesterfield	Augusta	Patrick	Galax*
Bedford*	Hampton*	Colonial Heights*	Charlottesville*	Pittsylvania	Grayson
Botetourt	Isle of Wight	Dinwiddie	Culpeper		Lee
Buckingham	James City	Essex	Fairfax		Norton*
Buena Vista*	Newport News*	Fredericksburg*	Fairfax*		Russell
Campbell	Norfolk*	Gloucester	Falls Church*		Scott
Charlotte	Northampton	Goochland	Fauquier		Smyth
Clarke	Poquoson*	Hanover	Fluvanna		Tazewell
Clifton Forge*	Portsmouth*	Henrico	Frederick		Washington
Covington*	Southampton	Hopewell*	Greene		Wise
Craig	Suffolk*	King and Queen	Harrisonburg*		Wythe
Cumberland	Surry	King George	Loudoun		
Floyd	Sussex	King William	Louisa		
Franklin	Virginia Beach*	Lancaster	Madison		
Giles	Williamsburg*	Lunenburg	Manassas Park*		
Halifax	York	Mathews	Manassas*		
Highland		Mecklenburg	Orange		
Lexington*		Middlesex	Page		
Lynchburg*		New Kent	Prince William		
Montgomery		Northumberland	Rappahannock		
Nelson		Nottoway	Rockingham		
Prince Edw.		Petersburg*	Shenandoah		
Pulaski		Powhatan	Staunton*		
Radford*		Prince Edward	Waynesboro*		
Roanoke		Prince George	Winchester*		
Roanoke*		Richmond			
Rockbridge		Richmond*			
Salem*		Spotsylvania			
South Boston*		Stafford			
Warren		Westmoreland			

*Independent Cities